

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Soft Surroundings Intermediate Holdings, LLC</u>		
2. All other names debtor used in the last 8 years	<p>Include any assumed names, trade names and <i>doing business as</i> names</p>		
3. Debtor's federal Employer Identification Number (EIN)	<u>85-3286696</u>		
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business	
	<u>1100 N. Lindbergh Blvd. Saint Louis, MO 63132</u>	<p>Number, Street, City, State & ZIP Code</p> <p><u>Saint Louis</u></p> <p>County</p>	
		<p>P.O. Box, Number, Street, City, State & ZIP Code</p> <p><u></u></p>	
		Location of principal assets, if different from principal place of business	
		<p>Number, Street, City, State & ZIP Code</p> <p><u></u></p>	
5. Debtor's website (URL)	<u></u>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____		

Debtor

Soft Surroundings Intermediate Holdings, LLC

Name

Case number (if known)

7. Describe debtor's business

A. Check one:

Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. Check all that apply

Tax-exempt entity (as described in 26 U.S.C. §501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
 Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.4481

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

Chapter 7
 Chapter 9
 Chapter 11. Check all that apply:

The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

 Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No.
 Yes.

If more than 2 cases, attach a separate list.

District	When	Case number
District	When	Case number

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No
 Yes.

Debtor	Soft Surroundings Intermediate Holdings, LLC			Case number (if known)
Name				
List all cases. If more than 1, attach a separate list				
Debtor	See Rider 1	Relationship	Affiliate	
District	<u>Southern District of Texas</u>	When	<u>9/10/2023</u>	Case number, if known

11. Why is the case filed in this district? *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? No
 Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____
 Number, Street, City, State & ZIP Code

Is the property insured?

No
 Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

15. Estimated Assets

<input checked="" type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

16. Estimated liabilities

<input type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input checked="" type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

Debtor

Soft Surroundings Intermediate Holdings, LLC

Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 9/10/2023
MM / DD / YYYY

X /s/ Curt Kroll

Signature of authorized representative of debtor

Curt Kroll

Printed name

Title Chief Restructuring Officer

18. Signature of attorney

X


Signature of attorney for debtor

Date 09/10/2023

MM / DD / YYYY

Elizabeth C. Freeman

Printed name

Law Office of Liz Freeman

Firm name

PO Box 61209

Houston, TX 77208-1209

Number, Street, City, State & ZIP Code

Contact phone (832) 779-3580

Email address liz@lizfreemanlaw.com

2400922 TX

Bar number and State

Fill in this information to identify the case and this filing:

Debtor Name Soft Surroundings Intermediate Holdings, LLC

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (*If known*): _____

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Soft Surroundings Holdings, LLC.

- Soft Surroundings Holdings, LLC
- Soft Surroundings Intermediate Holdings, LLC
- Triad Catalog Co., L.L.C.
- Triad Retail, L.L.C.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:) Chapter 11
)
SOFT SURROUNDINGS HOLDINGS, LLC, <i>et al.</i> ,) Case No. 23-[____] (____)
)
Debtors.)
)

LIST OF EQUITY SECURITY HOLDERS¹

Equity Holder	Address of Equity Holder	Percentage of Equity Held
Soft Surroundings Holdings, LLC	1100 N. Lindbergh Blvd., St. Louis, Missouri, 63132	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of greater than 10% such equity as of the date of commencement of the chapter 11 case.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)
) Chapter 11
)
SOFT SURROUNDINGS HOLDINGS, LLC, <i>et al.</i> ,) Case No. 23-[_____] (____)
)
Debtors.)
)

CORPORATE OWNERSHIP STATEMENT¹

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Soft Surroundings Holdings, LLC	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of greater than 10% such equity as of the date of commencement of the chapter 11 case.

Fill in this information to identify the case:

Debtor name: Soft Surroundings Intermediate Holdings, LLC
 United States Bankruptcy Court for the: Southern District of Texas
 (State)
 Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 35 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Number	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Jiaxing Mengdi Import & Export 18th Floor, Longway Plaza Building No 960 Chengnan Road Jiaxing Zhejiang, China						\$3,399,755.07
2	Hangzhou Sino-Italy Apparel Co Ltd. 4340 Fulton Avenue, 3rd Floor Attn: Creditors Adjustment Bureau, Inc. Sherman Oaks, CA, 91423						\$2,750,000.55
3	Zhejiang Jiaxin Silk Corp Ltd Jiaxin Silk Plaza, No 588 Zhejiang Road (West) Jiaxing, Zhejiang, China						\$2,496,555.46
4	Zhejiang Top Mondial Grmnt Co Section A, Central Ave Changxing Economy Development Huzhou Zhejiang, China						\$1,052,695.45
5	Lsc Communications US, LLC 531 Roselane Street NW, Suite 400 Marietta, GA, 30060						\$986,611.91
6	Choi & Shin's Co., Ltd 8 Yangpyeong-Ro 25 Gil, Yeongdeungpo-GU Seoul, South Korea						\$736,741.33
7	Zhejiang Sanyuan Holding Group 10 F, No. 25 Juye Road, Binjiang District Hangzhou, China						\$704,947.34
8	Meta Platforms Inc 15161 Collection Center Dr. Chicago, IL, 60693						\$648,886.75

Debtor

Soft Surroundings Intermediate Holdings, LLC

Name

Case number (if known)

Number	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Maral Overseas Limited 12/4, Main Mathura Road Sector - 37 Faridabad, Haryana, 121003, India						\$623,132.94
10	Shanghai Sunwin Industry Group 2/F, NO.17, LANE 688 Hengnan, Minhang District Shanghai, ,China						\$619,069.18
11	Google LLC Dept. 33654, PO BOX 39000 San Francisco, CA, 94139						\$566,769.10
12	Tolani Collection 1621 South Rancho Santa Fe Road, Suite B San Marcos, CA, 92078						\$548,557.20
13	World Textile Sourcing, Inc. Calle Aldabas 540, 4th Floor, Lima 33 Santiago de Surco, 15023, Peru						\$541,701.54
14	Pitney Bowes Global Ecommerce 3001 Summer Street Stamford, CT, 06926						\$516,885.55
15	Tillsonburg Company Limited 18/F Corporation Square, 8 Lam Lok Street Kowloon Bay, Hong Kong						\$504,763.39
16	Gtig Hubo Industrial Co., Ltd. 21F, Tower B, Guotai Financial Plaza Building No 960 Chengnan Road, Jiaxing Zhejiang, 0, 314001, China						\$501,296.83
17	Lindenmeyr Central Three Manhattanville Road, Purchase, NY, 10577,						\$396,726.94
18	Ahujas Web Private Limited D-80 Okhla Industrial Area Phase-I New Delhi, , 110 020, India						\$370,133.68
19	Wpromote, LLC 2100 East Grand Avenue, 1st Floor El Segundo, CA, 90245						\$365,101.85
20	Asya Tekstil Yildirm Beyazit CAD. No 29 Kat 3 Bahcelievler Istanbul, Turkey						\$319,802.03

Debtor

Soft Surroundings Intermediate Holdings, LLC

Case number (if known) _____

Name _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21 Royal Concepts Inc. 505 N. Pacific Avenue San Pedro, CA, 92078						\$303,583.50
22 Listrak 100 W. Millport Rd. Lititz, PA, 17543						\$302,723.84
23 Jiva Designs Pvt Ltd Plot No 68/1, Phase 1 DLF Faridabad Haryana, 121003, India						\$300,454.08
24 Shanghai Yundi Trading Co 10-401 Huqing Chuangzhi Park, Huishan Economic Development Zone, Wuxi, 214000, China						\$279,624.35
25 Jiaxing Vision Garment Co, Ltd NO. 122 Tongde Road, Jiaxing City Zhejiang, 0, 314033, China						\$268,560.03
26 Zhejiang Xin'an Fashion Co Ltd. 27/F, King Palace Place, 55 King Yip Street, Kwun Tong Kowloon, Hong Kong						\$245,983.58
27 Fedex PO BOX 371461, Pittsburg, PA, 15250-7461,						\$234,470.72
28 Tua Fashion, Inc. 540 E 31st Street Los Angeles, CA, 90011						\$177,750.00
29 Muche Et Muchette, LLC 8020 NW 14 ST Doral, FL 33126						\$175,875.00
30 Royal Mechanical Services, Inc. PO Box 23116 Overland Park, KS, 66283						\$135,551.77
31 Metro Creve Coeur, LLC 1100 North Lindbergh Blvd. Saint Louis, MO, 63132						\$123,570.00
32 Ahuja Overseas B-8A Malviya Industrial Area Jaipur, India, 302017						\$122,695.05

Debtor Soft Surroundings Intermediate Holdings, LLC Case number (if known) _____

Name _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
33 Colortek Inc. 10625 Gateway Blvd. Saint Louis, MO, 63132						\$118,812.87
34 Bridgewater Commons Mall II LLC 1701 River Run Road, Suite 500 Fort Worth, TX, 76107						\$112,953.07
35 UPS Mail Innovations, Inc. 55 Glenway Parkway NE Atlanta, GA, 30328						\$109,585.97

Fill in this information to identify the case and this filing:

Debtor Name Soft Surroundings Intermediate Holdings, LLC
 United States Bankruptcy Court for the: Southern District of Texas
 (State)
 Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/10/2023
 MM / DD / YYYY

 /s/ *Curt Kroll*

Signature of individual signing on behalf of debtor

Curt Kroll

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**OMNIBUS WRITTEN CONSENT OF THE BOARD OF MANAGERS OR OTHER
SIMILAR GOVERNING BODY OF SOFT SURROUNDINGS HOLDINGS, LLC,
SOFT SURROUNDINGS INTERMEDIATE HOLDINGS, LLC,
TRIAD CATALOG CO., L.L.C., AND TRIAD RETAIL, L.L.C., AS APPLICABLE**

SEPTEMBER 10, 2023

We, the undersigned, are the requisite members of the board of managers or similar governing body (each, an “Authorizing Body,” and, collectively, the “Authorizing Bodies”) of Soft Surroundings Holdings, LLC and the subsidiaries set forth on Exhibit A, attached here, (together with Soft Surroundings Holdings, LLC., each a “Company,” and, collectively, the “Companies”), and each organized and existing under the internal laws of the state of incorporation or formation, as applicable, as set forth in each Company’s charter of incorporation or applicable organizational documents. Each Authorizing Body, in such capacity on behalf of the applicable Company, hereby takes the following actions and adopts the following resolutions by unanimous written consent pursuant to each Company’s bylaws, limited liability company agreement, or such similar operating document and the applicable laws of the state of incorporation or formation of each Company, as applicable.

WHEREAS, on September 10, 2023, pursuant to an omnibus written consent, the Authorizing Bodies authorized the Companies to enter into and perform under that certain restructuring support agreement (as may be amended, supplemented, or modified, and containing all exhibits and schedules thereto, the “Restructuring Support Agreement”);

WHEREAS the Authorizing Bodies, have reviewed and considered the filing of voluntary petitions for relief for the Companies under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (as amended, the “Bankruptcy Code”) pursuant to applicable law and in accordance with the requirements of each Company’s governing documents and applicable law (the “Restructuring Matters”);

WHEREAS, the Authorizing Bodies have reviewed and considered the materials presented by the management of the Companies, the Chief Restructuring Officer of Soft Surroundings Holdings, LLC, and the Companies’ financial and legal advisors, and have had adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to the Companies;

WHEREAS, the Authorizing Bodies have reviewed and considered presentations by the Companies’ financial and legal advisors regarding the transactions contemplated under the Restructuring Support Agreement, and the chapter 11 plan of reorganization contemplated by the Restructuring Support Agreement (as amended or restated from time to time, the “Plan”) as well as a disclosure statement with all related exhibits thereto (as amended or restated from time to time, the “Disclosure Statement”), the advantages and disadvantages to the Companies for implementing the restructuring transactions contemplated under the Plan pursuant to a chapter 11 process, feedback from the Companies’ stakeholders and counterparties to the Restructuring Support Agreement regarding implementation of the transactions contemplated thereunder, and

the present facts and circumstances in relation to the transactions contemplated under the Restructuring Support Agreement;

WHEREAS, the Authorizing Bodies have determined, in their business judgement, that the following resolutions are advisable and in the best interest of the Companies, their creditors, other stakeholders, and other parties in interest;

NOW, THEREFORE, IT IS HEREBY RESOLVED, that, pursuant to the applicable governing documents of each Company, the undersigned do hereby adopt the following resolutions:

Chapter 11 Filing

RESOLVED, in the business judgment of the Authorizing Bodies, it is desirable and in the best interests of the Companies, the creditors, other stakeholders, and other parties in interest, that each Company files or causes to be filed voluntary petitions for relief (the “Bankruptcy Petitions”) under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas, and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States, and, in accordance with the requirements in each Company’s governing documents and applicable law, hereby consents to, authorizes and approves, the filing of the Bankruptcy Petitions;

FURTHER RESOLVED that any director or other duly appointed officer of the Companies, which, for the avoidance of doubt, includes the Chief Restructuring Officer and Chief Financial Officer, and any duly appointed successor thereto or any person holding any similar position, (such persons collectively, the “Authorized Persons”), shall be, and each of them individually hereby is, authorized and directed for and on behalf of each Company to take all actions (including, without limitation, to negotiate and execute any documents, certificates, supplemental agreements, and instruments) to act as signatory and attorney on behalf of each Company in respect of the Restructuring Matters and/or any persons to whom such Authorized Persons and/or officers delegate certain responsibilities, be, and hereby are, authorized to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, but not limited to, any action necessary or proper to maintain the ordinary course operations of each Company’s or any of its subsidiary’s businesses;

FURTHER RESOLVED that each Authorized Person be, and hereby is, authorized, empowered, and directed, together with the financial and legal advisors to the Companies, to take all actions or to not take any action in the name of Soft Surroundings Holdings, LLC and its direct and indirect subsidiaries with respect to the transactions contemplated by the Restructuring Support Agreement and these resolutions, as such Authorized Persons shall deem necessary or desirable in such Authorized Persons’ reasonable business judgment;

FURTHER RESOLVED, that in the business judgment of the Authorizing Bodies, it is desirable and in the best interests of each Company, its creditors, and other stakeholders that the Authorized Persons file or cause to be filed the Plan, the Disclosure Statement, and all other papers or documents (including any amendments) related thereto, and to take any and all actions that the

Authorizing Bodies deem necessary or appropriate to pursue confirmation and consummation of a plan of reorganization materially consistent with the Plan;

FURTHER RESOLVED, that each Authorized Person be, and hereby is, authorized, empowered, and directed, together with the financial and legal advisors of the Companies, to file all other documents as each, in his or her discretion, may deem necessary or advisable to confirm a plan of reorganization materially consistent with the Plan, including, but not limited to, any amendments to, and modifications of, the Plan and the Disclosure Statement;

FURTHER RESOLVED, that each Authorized Person be, and hereby is, authorized, empowered, and directed to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to consummate the Plan if confirmed by the Bankruptcy Court; and

FURTHER RESOLVED, that each Authorized Person be, and hereby is, authorized, empowered, and directed to execute and file on behalf of each Company all other petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Companies' businesses.

Retention of Professionals

RESOLVED, each of the Authorized Persons, be, and hereby are, authorized, empowered, and directed to retain on behalf of each Company: (i) the law firm of Katten Muchin Rosenman LLP as bankruptcy counsel; (ii) the law office of Liz Freeman as local bankruptcy counsel and conflicts counsel; (iii) SSG Capital Partners, LLC as investment banker; (iv) SierraConstellation Partners, LLC for CRO support; (v) Stretto, Inc. as claims, noticing, and solicitation agent; and (vi) any other legal counsel, accountants, financial advisors, tax advisors, restructuring advisors or other professionals the Authorized Persons deem necessary, appropriate or advisable; each to represent and assist each Company in carrying out its duties and responsibilities and exercising its rights under the Bankruptcy Code and any applicable law (including, but not limited to, the law firms filing any pleadings or responses); and in connection therewith, the Authorized Persons, be, and hereby are authorized, empowered and directed, in accordance with the terms and conditions hereof, to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain such services; and

FURTHER RESOLVED, each of the Authorized Persons, be, and hereby are, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to perform such further actions and execute such further documentation that the Authorized Persons in their absolute discretion deem necessary, appropriate or desirable in accordance with these resolutions.

Debtor-in-Possession Financing, Use of Cash Collateral, and Adequate Protection

RESOLVED, that each Company will obtain benefits, which are necessary and convenient to the conduct, promotion, and attainment of the business of such Company from (a) the use of

collateral, including cash collateral, as that term is defined in section 361(a) of the Bankruptcy Code (the “Cash Collateral”), which is security for certain prepetition secured lenders, and (b) the incurrence of debtor-in-possession financing obligations by entering into that certain senior secured, super-priority debtor-in-possession credit agreement (the “DIP Credit Agreement” and such financing obligations, the “DIP Financing”) and such other agreements, certificates, instruments, fee letters, guaranties, notices, receipts, recordings, filings, petitions, motions, or any other papers or documents to which such Company is or will be a party, including, but not limited to, any security and pledge agreement or guaranty agreement (collectively, with the DIP Credit Agreement, the “DIP Documents”), with the prepetition first lien lender (the “DIP Lender”);

FURTHER RESOLVED, each of the Authorized Persons be, and hereby are, authorized, directed and empowered in the name of, and on behalf of, each Company to seek approval of the DIP Documents pursuant to an order of the Bankruptcy Court in interim and final form (a “DIP Order”), and, to the extent applicable to the Company, any Authorized Person be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all DIP Documents, by or on behalf of the Company, necessary or advisable to implement the DIP Order, including providing for adequate protection to the Prepetition First Lien Lender in accordance with section 363 of the Bankruptcy Code (the “Adequate Protection Obligations”), as well as any additional or further agreements for the use of cash collateral in connection with the chapter 11 cases, which agreement(s) may require the Companies to grant adequate protection and security interests to the DIP Lender and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Companies pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof.

Further and Prior Actions

RESOLVED, the Companies are hereby authorized to authorize (and each Company hereby authorizes) any direct or indirect subsidiary of each Company or any entity of which such Company or any subsidiary of such Company is the sole member, general partner, managing member, or equivalent manager, as applicable, to take each of the actions described in these resolutions or any of the actions authorized in these resolutions, and none of the resolutions contained herein, or action taken in furtherance hereto, shall have or cause an adverse effect on any such subsidiary or such Company’s interest therein (including without limitation, any automatic dissolution, divestiture, dissociation, or like event under applicable law).

FURTHER RESOLVED, in addition to the specific authorizations heretofore conferred upon such Authorized Persons, each of the Authorized Persons (and their designees and delegates), either individually or as otherwise required by each Company’s governing documents and applicable law, be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further actions, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds and other documents, and to pay all expenses, including but not limited to filing fees, in each case as the individual acting may in his/her absolute discretion, deem or determine shall be necessary, appropriate, or desirable in order to fully carry

out the intent and accomplish the purposes of the resolution adopted herein (such approval, deeming or determination to be conclusively evidenced by said individual taking such action or the execution thereof).

FURTHER RESOLVED, the Authorizing Bodies have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the governing documents of each Company, or hereby waives any right to have received such notice.

FURTHER RESOLVED, all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Authorizing Bodies.

* * * * *

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first set forth above. This unanimous written consent may be signed by facsimile or other electronic means, with any such signature being of the same force and effect as an original signature, and in multiple counterparts, all of which will constitute one document.

SOFT SURROUNDINGS HOLDINGS, LLC



William Barnum
Director

Eric Reiter
Director

Ivona Smith
Director

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first set forth above. This unanimous written consent may be signed by facsimile or other electronic means, with any such signature being of the same force and effect as an original signature, and in multiple counterparts, all of which will constitute one document.

SOFT SURROUNDINGS HOLDINGS, LLC

William Barnum
Director



Eric Reiter
Director

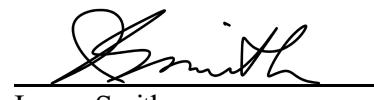
Ivona Smith
Director

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SOFT SURROUNDINGS HOLDINGS, LLC

William Barnum
Director

Eric Reiter
Director



Ivona Smith
Director

**SOFT SURROUNDINGS INTERMEDIATE
HOLDINGS, LLC**

By: Soft Surroundings Holdings, LLC

Its: Sole Member



Curt Kroll

Chief Restructuring Officer

TRIAD CATALOG CO., L.L.C.

By: Soft Surroundings Intermediate Holdings, LLC
Its: Sole Member



Curt Kroll
Chief Restructuring Officer

TRIAD RETAIL, L.L.C.

By: Triad Catalog Co., L.L.C.
Its: Sole Member


Curt Kroll

Curt Kroll
Chief Restructuring Officer

The undersigned member of Soft Surroundings Holdings, LLC hereby grants its prior written consent for Soft Surroundings Holdings, LLC to enter into, deliver, and consummate the transactions contemplated by that certain senior secured, super-priority debtor-in-possession credit agreement by and among Triad Catalog Co., L.L.C. and Triad Retail, L.L.C. as borrowers, Soft Surroundings Holdings, LLC and Soft Surroundings Intermediate Holdings, LLC, as guarantors, 1903P Loan Agent, LLC as agent, and 1903 Partners, LLC as lender, dated as of September 10, 2023, and the other Loan Documents (as defined therein), in each case for which the approval of the undersigned is or may be required pursuant to Section 5.16 of that certain Fourth Amended and Restated Limited Liability Company Agreement of Soft Surroundings Holdings, LLC dated as of July 8, 2021 (the “LLC Agreement”) and/or any other provision of the LLC Agreement. The foregoing consent is not intended to provide, and shall not be deemed to provide, to any party any rights, whether as third-party beneficiary or otherwise, and the foregoing consent shall not be deemed to create any legally binding obligation on the part of any person or entity with respect to the matters set forth above.

BRENTWOOD IV HOLDINGS, INC.



By: _____

Name: Eric Reiter

Title: Vice President, Treasurer, and Secretary

**Being a member of
Soft Surroundings Holdings, LLC**

Dated as of September 10, 2023

Exhibit A

Company Entities

Soft Surroundings Holdings, LLC
Soft Surroundings Intermediate Holdings, LLC
Triad Catalog Co., L.L.C.
Triad Retail, L.L.C.